



First Union Rail Corporation  
NC5811  
Commercial Leasing Group  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
847 318-7588

VIA UPS 2<sup>nd</sup> DAY AIR

December 13, 2002

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

RECEIVED  
DEC 18 2002  
MAIL  
MANAGEMENT  
STB

RECORDATION NO

23651-6 FILED

Re: Memorandum of Lease Agreement

DEC 19 02

9-43 AM

Dear Mr. Williams:

**SURFACE TRANSPORTATION BOARD**

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated September 5, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 23651.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Bunge North America, Inc.  
11720 Borman Drive  
St. Louis, MO 63146

A description of the railroad equipment covered by the enclosed document is fifty (50) 5150 cubic foot capacity covered hopper cars, with NDYX marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone  
Manager of Documentation

Enclosures

(BUNG025)

ASSGN. NO.: BUNG025

MEMORANDUM OF LEASE

5<sup>th</sup> THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5<sup>th</sup> day of September, 2002 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Bunge North America, Inc., a New York corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of February 1, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 25 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of August 30, 2002, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: K. A. Dombrowski  
Name: K. A. DOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION

By: Richard E. Seymour  
Name: RICHARD E. SEYMOUR  
Title: Vice President Sales & Marketing  
Executed on this 5<sup>th</sup> day of September, 2002

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD E. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5<sup>th</sup> day of September, 2002.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



RECORDATION NO. 23651-<sup>G</sup> FILED

DEC 19 '02

9-43 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

BUNGE NORTH AMERICA, INC.

ATTEST:

By: [Signature]  
Name: IAN GUILF  
Title: AVP

By: [Signature]  
Name: Darrell R. Wallace  
Title: Vice President  
Transportation Commodities Group

Executed on this 28 day of August, 2002.

[CORPORATE SEAL]

STATE OF Missouri  
COUNTY OF St. Louis

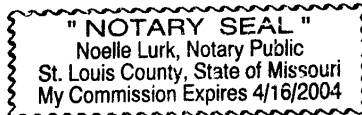
I, Noelle Lurk, a Notary Public of the County and State aforesaid,  
certify that Darrell Wallace personally appeared before me this day and  
acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28<sup>th</sup> day of August, 2002.

[Signature]  
Notary Public

My Commission Expires:

4/16/04  
(Notary Public)



**EXHIBIT A to MEMORANDUM OF LEASE**

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: 5150 cu. ft. Covered Hopper cars

CAR NUMBERS: See below:

|             |             |
|-------------|-------------|
| NDYX 515026 | NDYX 515451 |
| NDYX 515053 | NDYX 515478 |
| NDYX 515069 | NDYX 515482 |
| NDYX 515102 | NDYX 515490 |
| NDYX 515112 | NDYX 515497 |
| NDYX 515141 | NDYX 515498 |
| NDYX 515168 | NDYX 515519 |
| NDYX 515197 | NDYX 515521 |
| NDYX 515215 | NDYX 515532 |
| NDYX 515249 | NDYX 515535 |
| NDYX 515262 | NDYX 515548 |
| NDYX 515377 | NDYX 515550 |
| NDYX 515384 | NDYX 515557 |
| NDYX 515389 | NDYX 515601 |
| NDYX 515396 | NDYX 515628 |
| NDYX 515401 | NDYX 515637 |
| NDYX 515410 | NDYX 515656 |
| NDYX 515411 | NDYX 516451 |
| NDYX 515424 | NDYX 516454 |
| NDYX 515426 | NDYX 516474 |
| NDYX 515428 | NDYX 516476 |
| NDYX 515429 | NDYX 516485 |
| NDYX 515431 | NDYX 516504 |
| NDYX 515438 | NDYX 516510 |
| NDYX 515439 | Count: 50   |
| NDYX 515441 |             |